

HAWAIIAN HOLDINGS INC  
Form FWP  
May 14, 2013

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus dated May 14, 2013

Relating to Preliminary Prospectus Supplement dated May 14, 2013

Registration No. 333-187255

Pricing Supplement

Dated May 14, 2013

Hawaiian Airlines, Inc.

\$444,540,000

2013-1 Pass Through Trust

Class A and Class B Pass Through Certificates, Series 2013-1

Pricing Supplement dated May 14, 2013 to the preliminary prospectus supplement dated May 14, 2013 (as supplemented, the Preliminary Prospectus Supplement ) of Hawaiian Airlines, Inc. ( Hawaiian Airlines ).

The information in this Pricing Supplement supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement.

Unless otherwise indicated, terms used but not defined herein have the meanings assigned to such terms in the Preliminary Prospectus Supplement.

<b>Securities:</b>	Class A Pass Through Certificates, Series 2013-1 ( Class A Certificates )	Class B Pass Through Certificates, Series 2013-1 ( Class B Certificates )
<b>Amount:</b>	\$328,260,000	\$116,280,000
<b>CUSIP:</b>	419838 AA5	419839 AA3
<b>ISIN:</b>	US419838AA57	US419839AA31
<b>Coupon:</b>	3.90%	4.95%

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<b>Make-Whole Spread over Treasuries:</b>	0.35%	0.50%
<b>Available Amount under Liquidity Facility at January 15, 2015:</b>	\$18,583,110	\$8,391,735
<b>Initial Maximum Commitment Amount Under Liquidity Facility:</b>	\$20,874,601	\$9,385,250
<b>Public Offering Price:</b>	100%	100%
<b><u>Underwriting:</u></b>		
Citigroup Global Markets Inc.	\$118,173,600	\$41,860,800
Goldman, Sachs & Co.	\$82,065,000	\$29,070,000
Morgan Stanley & Co. LLC	\$82,065,000	\$29,070,000
Natixis Securities Americas LLC	\$29,543,400	\$10,465,200
J.P. Morgan Securities LLC	\$8,206,500	\$2,907,000
Wells Fargo Securities, LLC	\$8,206,500	\$2,907,000
<b>Concession to Selling Group Members:</b>	0.50%	0.50%
<b>Discount to Broker/Dealers:</b>	0.25%	0.25%
<b>Underwriting Commission:</b>	\$4,445,400	

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**Hawaiian Airlines' s Transaction Expenses (estimated):** \$2,500,000

**Underwriting Agreement:** Dated May 14, 2013

**Settlement:** May 29, 2013 (T+10) closing date, the 10th business day following the date hereof

**Preliminary Prospectus Supplement:** Hawaiian Airlines has prepared a Preliminary Prospectus Supplement, dated May 14, 2013, which includes additional information regarding the Class A and Class B Certificates

**The issuer and Hawaiian Holdings, Inc., as parent guarantor, have filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer and the parent guarantor have filed with the SEC for more complete information about the issuer, the parent guarantor and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citi toll-free at 1-212-723-6171, Goldman Sachs toll-free at 1-866-471-2526 or Morgan Stanley toll-free at 1-866-718-1649.**